

## PORTFOLIO MANAGERS

Northern Rivers Capital Management Inc.  
Bennington Investment Management Inc.

### Key Facts

Target Closing Date:	February 29, 2008	Management Incentive:	20% of net realized capital gains of the Partnership
Management Fee:	2% per annum	Minimum Purchase:	US\$100,000 50% - initial Balance – when called
Term:	36 months (target)	Price:	\$100.00 per unit

### Portfolio Management

#### Hugh Cleland CFA

*Executive Vice President & Portfolio Manager, Northern Rivers Capital Management Inc.*

- Portfolio Manager, Northern Rivers Innovation Fund LP, Northern Rivers Innovation RSP Fund, Horizons Northern Rivers Fund LP and Northern Rivers Evolution Fund
- Analyst, then Associate Portfolio Manager, Interward Capital Corporation from 1998 to 2001, specializing in technology equities
- Research Associate to the senior telecom services analyst at Midland Walwyn, 1997-98
- CFA designation, 2001
- B.A. degree, Harvard University, 1997

#### Greg Edwards CFA

*President, Bennington Investment Management Inc.*

- Director of a number of private and publicly listed companies, including Greenwich Global Capital and Yonge Street Capital
- Two capital pool companies (Toronto Venture Exchange and TSX-listed)
- Founded publicly-listed YMG Capital Management, 1983; President and CEO, 1992-2003; acquired by Fiera Capital in 2006
- Founded Edbro Software Inc. (Edbro), 1983; developer of financial analysis and portfolio management software used industry-wide
- Trustee, Baystock Foundation
- CFA designation, 1980
- Master of Business Administration, York University, 1976
- Bachelor of Science in Computer Science, University of Western Ontario, 1974

### Investment Banking Advisor

#### Dan Hachey

*Executive Vice President, Bennington Investment Management Inc.*

- President & CEO, Greenwich Global Capital, since 2005
- Managing Director, Investment Bank Group, Research Capital, 2002-04
- Vice Chairman, Octagon Capital, 2001-02
- Senior Vice President, Director, Head of Technology Group for Investment Banking, HSBC Securities, 1998-2001
- Senior Vice President and Director, Midland Walwyn, (now Merrill Lynch) 1992-1998
- Alumni Member of the Board of Directors, Canadian Advanced Technology Association (CATA)
- Master of Business Administration, McGill University, 1986
- Bachelor of Science, Concordia University, 1982
- Financings include Research in Motion (RIM), JDS Uniphase and Alliance Atlantis Communications



## Who Should Invest in this Partnership

An investment in this fund is most suitable for investors who:

- have substantial investment assets
- are comfortable with speculative investments and are aware of the inherent risks in private companies; and
- can afford a total loss of their investment and have no immediate need for liquidity

## Fund Investment Objectives and Strategy

The Sarbanes-Oxley Act of 2002 (also known as the Public Company Accounting Reform and Investor Protection Act of 2002 and commonly called "SOX") has materially increased the cost and time involved to become a public company. Not only have audit fees and Directors and Officers insurance costs increased dramatically, but the time to implement SOX and to achieve the valuation level required for major investment bankers to take a company public has increased. Companies that were formerly able to go public now often require one more round of financing before they are ready to do so. This provides an opportunity for the Partnership. The Partnership will invest in these private, pre-IPO companies with the goal of realizing capital gains when these companies go public or are purchased - the expectation is within 24 months. It is anticipated that the majority of available funds will be invested in U.S based technology companies and the remainder in alternative energy and other opportunities.

Often the investment will be made through preferred shares which convert automatically into common shares when the company goes public. The preferred shares will typically have "liquidity preference" over all other equity investment and previously issued preferred shares including those held by venture capital firms issued in previous rounds.

Generally, the Managers will look at companies that are leaders in their space and are financed by known Venture Capital firms such as Kleiner, Perkins, Caufield & Byers, Sequoia Capital, New Enterprise Associates, Benchmark Capital, and Khosla Ventures. By investing in late stage pre-IPO companies investment risk is reduced and the payback horizon is shortened to an average of 2 -3 years. The Partnership will receive institutional pricing and most investments will be U.S. \$1 million minimum.

The Managers have developed a network and contacts in the US and Canada to identify late stage "pre-IPO" investments. Management has over 60 years combined experience in this area, both on the "buy" side and the "sell" side.

## Subscription Procedure and Transferability

- An investor must qualify as an Accredited Investor and make a minimum investment of \$100,000
- Units will be subject to resale restrictions prescribed under applicable laws.
- These restrictions will be fully disclosed in the subscription documents

## Contacts

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